



DONELAN, CLEARY  
WOOD & MASER, P.C.

RECORDATION NO. 21097-D FILED

FEB 4 '99

3-15 PM

February 3, 1999

Recordation No. 21097-D

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Supplement ("Supplement").

The parties to the enclosed Supplement are:

Flex Leasing I, LLC - LESSOR  
Suite 300  
234 Front Street  
San Francisco, CA 94111

Springfield Terminal Railway Company - LESSEE  
Iron Horse Park  
No. Billerica, MA 01862

The said Supplement, among other things, acts to lease the equipment listed in Annex A to the Lessee by the Lessor.

The equipment covered by the instant Supplement is as identified in Annex A thereto.

A short summary of the Supplement to appear in the Surface Transportation Board Index is as follows:

"Covers one boxcar, LW 9233, in Annex A."

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21888-B."

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

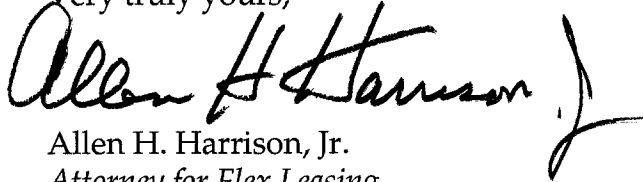
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

*Counterparts - C. H. Hammer*

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for Flex Leasing  
I. LLC, for the purpose  
of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423  
Enclosures

BY HAND

8207-020

FEB 4 '99

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## MEMORANDUM OF SUPPLEMENT


**FLEX LEASING CORPORATION** filed i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21097, on December 19, 1997 at 3:07 p.m. and (b) the Registrar General of Canada (the "RGC") on the 20<sup>th</sup> day of December, A.D. 1997 at 3:40 p.m.; (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21097-A, on February 4, 1998 at 2:52 p.m. and (b) the RGC on the 5<sup>th</sup> day of February, A.D. 1998 at 1:41 p.m. and (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21097-B, on October 9, 1998 at 3:07 p.m. and (b) the RGC on the \_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_, relating to the lease described below:

That certain lease (the "Lease") dated as of July 3, 1997, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **SPRINGFIELD TERMINAL RAILWAY COMPANY**, a Vermont corporation ("Lessee"), having its chief executive office at Iron Horse Park, No. Billerica, Massachusetts 01862.

The new Lessor, **FLEX LEASING I, LLC**, only as to the railcars listed on Annex A attached hereto, and Lessee have added additional railcars to the Lease and wish to supplement the Memorandum of Lease.

IN WITNESS WHEREOF, this Memorandum of Supplement has been duly executed on this 1<sup>st</sup> day of February, 1999.

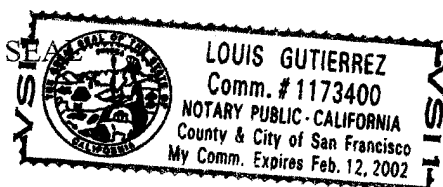
FLEX LEASING I, LLC


  
Desmond Hayes  
President

STATE OF CA )  
COUNTY OF SF ) ss:

On this 1<sup>st</sup> day of February, 1999, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing I, LLC and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 1<sup>st</sup> day of February, 1999.



  
Notary Public  
My Commission Expires: 2/12/2002

## **ANNEX A**

### **Description of Equipment**

One (1) 50'6" Plate "F" Boxcars with 10' Plug Doors numbered

LW 9233

[Guilford]